

**HELM-ATLANTIC ASSOCIATES**  
**LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

RECORDATION NO. 22016 FILED

January 25, 1999

FEB 4 '99

9-00AM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Schedule to Locomotive Lease Agreement** dated as of April 15, 1998 ("**Memorandum**") which is intended to evidence **Schedule No. 13** dated as of April 15, 1998 between the following parties:

Lessor:	Helm-Atlantic Associates Limited Partnership One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Canadian Pacific Railway Company 401 9th Avenue SW, Suite 400 Gulf Canada Square Calgary, Alberta T2P 4Z4

The equipment involved in this transaction is as follows:

Equipment:	Five (5) locomotives as more fully described in <u>Annex A</u> to the Memorandum.
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Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad

Enclosures (2)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

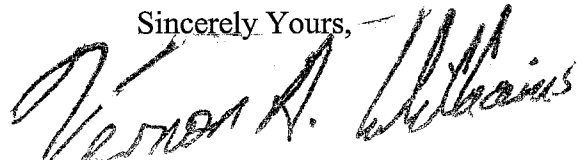
OFFICE OF THE SECRETARY

Alison Drain  
Helm Financial Corporation  
One Embarcadero Center, Ste. 3700  
San Francisco, CA., 94111

Dear Sir/Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 2/4/99 at 9:00AM, and  
assigned recordation numbers (s): 19104-B, 22015, 22016 and 22017.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

104.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



FEB 4 '99

9-00AM

MEMORANDUM OF SCHEDULE TO  
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE TO LOCOMOTIVE LEASE AGREEMENT ("Memorandum") dated as of April 15, 1998 is intended to evidence Schedule No. 13 dated as of April 15, 1998 ("Schedule") to the Master Locomotive Lease Agreement dated as of March 1, 1994 ("Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. The Lease was filed with the STB under Recordation No. 21567 on August 10, 1998. Lessor has the right to lease the locomotives more fully described in the Schedule ("Units") and in Annex A attached hereto and hereby made a part hereof. Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum as of the day and year first above written.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP

CANADIAN PACIFIC RAILWAY COMPANY

By: Helm Atlantic Corporation,  
its General PartnerBy: 

Print Name: David R. Eckles

Title: President

By: 

Print Name: E.V. DODGE

Title: EXECUTIVE VICE-PRESIDENT  
OPERATIONS

ANNEX A

TO THE MEMORANDUM OF LEASE DATED AS OF APRIL 15, 1998

Equipment Description.

Five (5), EMD Model GP40-2, four axle, 3000 horsepower, diesel electric, Woodward microprocessor controlled locomotives.

Unit Number

HATX 800  
HATX 801  
HATX 803  
HATX 804  
HATX 805

dy

STATE OF CALIFORNIA )

) S.S.

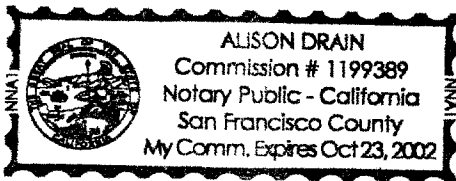
COUNTY OF SAN FRANCISCO )

On January 25, 1998, before me, Alison Drain, personally appeared David R. Eckles, President of **HELM ATLANTIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Alison Drain  
SIGNATURE OF NOTARY

(Notarial Seal)

PROVINCE OF ALBERTA )

) S.S.

CITY OF CALGARY )

On this 5<sup>th</sup> day of January, 1998, before me Don Barnhardt, personally appeared Edwin Vernon Dodge, Executive Vice President of **CANADIAN PACIFIC RAILWAY COMPANY**,

✓ personally known to me -OR-

— ~~proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.~~

WITNESS my hand and official seal.

Don Barnhardt  
SIGNATURE OF COMMISSIONER OF OATHS

**DON BARNHARDT**

*Barrister and Solicitor*

Suite 2000, 401 - 9th Avenue S.W.

Calgary, AB T2P 4Z4

Telephone: 319-6183

(Seal)